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RECORDATION NO. 21209-N FILED

AUG 17 '04

12-40 PM

SURFACE TRANSPORTATION BOARD

August 17, 2004

Recordation No. 21209-N

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Partial Termination of Lease ("Partial Termination") dated as of August 11, 2004.

The parties to the enclosed Partial Termination are:

Flex Leasing I, LLC - LESSOR/TERMINATOR
Suite 730
221 Main Street
San Francisco, CA 94105

Commercial Metals Company - LESSEE
10th Floor
7800 Stemmons Freeway
Dallas, TX 75247

The said Partial Termination, among other things, acts to terminate ONLY those units in Annex A thereto, namely 100 gondolas, SMPX numbers as listed in Annex A (attached), from the Memorandum of Lease between the above parties, recorded under Recordation No. 21209. The Partial Termination should be recorded under the next available letter under Recordation No. 21209, which letter we believe to be "-N."

The equipment covered by the instant Partial Termination is as identified in Annex A thereto, namely 100 gondolas, SMPX numbers.

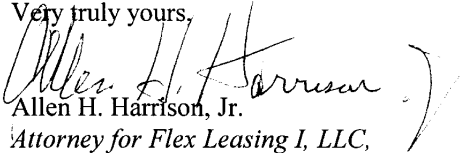
A short summary of the Partial Termination to appear in the Surface Transportation Board Index is as follows:

"Termination from Lease 100 gondolas, SMPX numbers, see Annex A."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for Flex Leasing I, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

One Hundred (100) 66' Mill gondolas, 6' sides, 110-ton capacity,
286,000 gross rail load, numbered:

SMPX 8003
SMPX 8006
SMPX 8009
SMPX 8011
SMPX 8013 through SMPX 8014 inclusive
SMPX 8016 through SMPX 8017 inclusive
SMPX 8019
SMPX 8022
SMPX 8025
SMPX 8030 through SMPX 8031 inclusive
SMPX 8032
SMPX 8034 through SMPX 8035 inclusive
SMPX 8044
SMPX 8046 through SMPX 8047 inclusive
SMPX 8049
SMPX 8051 through SMPX 8053 inclusive
SMPX 8056
SMPX 8059 through SMPX 8061 inclusive
SMPX 8074
SMPX 8077
SMPX 8088
SMPX 8090
SMPX 8096 through SMPX 8097 inclusive
SMPX 8101
SMPX 8108
SMPX 8116
SMPX 8123
SMPX 8128
SMPX 8133
SMPX 8135
SMPX 8139
SMPX 8151
SMPX 8159
SMPX 8161 through SMPX 8162 inclusive
SMPX 8165
SMPX 8172 through SMPX 8173 inclusive
SMPX 8175
SMPX 8182
SMPX 8185
SMPX 8188

SMPX 8191
SMPX 8193 through SMPX 8196 inclusive
SMPX 8200 through SMPX 8201 inclusive
SMPX 8208 through SMPX 8209 inclusive
SMPX 8215
SMPX 8224
SMPX 8227
SMPX 8237
SMPX 8243 through SMPX 8245 inclusive
SMPX 8247
SMPX 8258 through SMPX 8259 inclusive
SMPX 8262 through SMPX 8263 inclusive
SMPX 8265
SMPX 8267
SMPX 8269 through SMPX 8271 inclusive
SMPX 8273
SMPX 8276 through SMPX 8277 inclusive
SMPX 8279
SMPX 8281 through SMPX 8282 inclusive
SMPX 8284 through SMPX 8293 inclusive
SMPX 8295 through SMPX 8300 inclusive

[Commercial Metals]

MEMORANDUM OF PARTIAL TERMINATION OF LEASE

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board (the "STB"), Recordation No. 21209, on February 4, 1998 at 2:45 p.m. and (b) the Registrar General of Canada (the "RGC") on the 5th day of February, A.D. 1998 at 1:45 p.m., (ii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-A, on March 3, 1998 and (b) the RGC on the 4th day of March, A.D. 1998 at 2:00 p.m., (iii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-B, on April 29, 1998 and (b) the RGC on the 30th day of April, A.D. 1998 at 11:15 a.m., (iv) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-C, on May 28, 1998 at 3:57 p.m. and (b) the RGC on the 29th day of May, A.D. 1998 at 2:55 p.m., (v) that certain Memorandum of Partial Assignment with (a) the STB, Recordation No. 21209-D, on February 4, 1999 at 3:15 p.m. and (b) the RGC on the 5th day of February, A.D. 1999 at 1:13 p.m., (vi) that certain Memorandum of Partial Assignment with (a) the STB, Recordation No. 21209-E, on March 2, 1999 at 2:50 p.m. and (b) the RGC on the 3rd day of March, A.D. 1999 at 3:58 p.m., (vii) that certain Notice of Remarking with (a) the STB, Recordation No. 21209-F, on April 28, 1999 at 2:30 p.m. and (b) the RGC on the 29th day of April, A.D. 1999 at 1:10 p.m., (viii) that certain Notice of Remarking with (a) the STB, Recordation No. 21209-G, on April 28, 1999 at 2:30 p.m. and (b) the RGC on the 29th day of April, A.D. 1999 at 1:10 p.m., (ix) that certain Memorandum of Partial Assignment with (a) the STB, Recordation No. 21209-H, on April 28, 1999 at 2:30 p.m. and (b) the RGC on the 29th day of April, A.D. 1999 at 1:10 p.m., (x) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-I, on June 23, 2000 at 4:00 p.m. and (b) the RGC on the 27th day of June, A.D. 2000 at 1:02 p.m., (xi) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-J, on August 10, 2000 at 3:17 p.m. and (b) the RGC on the 14th day of August, A.D. 2000 at 9:02 a.m., (xii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-K, on November 19, 2001 at 9:16 a.m. and (b) the RGC on the 20th day of November, A.D. 2001 at 10:43 a.m., (xiii) that certain Memorandum of Supplement with (a) the STB, Recordation No. 21209-L, on November 8, 2002 at 11:57 a.m. and (b) the RGC on the 12th day of November, A.D. 2002 at 2:00 p.m., and (xiv) that certain Notice of Remarking with (a) the STB, Recordation No. 21209-M, on June 17, 2004 at 11:23 a.m. and (b) the RGC on the 18th day of June, A.D. 2004 at 2:08 p.m., relating to the lease described below:

That certain lease (the "Lease"), dated as of January 12, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105 and **COMMERCIAL METALS COMPANY**, a Delaware corporation ("Lessee"), having its chief executive office at 7800 Stemmons Freeway, 10th Floor, Dallas, Texas 75247.

The duties and obligations of the parties to the Lease have been satisfied and discharged only with respect to the railcars listed on Annex A attached hereto. The terms of the said Lease, only with respect to the railcars listed on Annex A attached hereto, have run, have not been renewed, and have therefore expired. Wherefore, this filing hereby partially terminates of record the Lease, only with respect to the railcars listed on Annex A attached hereto. The remainder of the Lease is in full force and effect as of the date hereof.

RECORDATION NO. 21209-N FILED

AUG 17 '04

12-40 PM

NY01/STADD/935765.1

SURFACE TRANSPORTATION BOARD

Dated as of August 11, 2004

FLEX LEASING I, LLC

By: Janice M. Wickham
Name: Janice M. Wickham
Title: Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 11th day of August, 2004, personally came before me, Janice M. Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 11th day of August, 2004.

SEAL

Richard D'Annunzio
Notary Public
My Commission Expires: _____

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 2007

ANNEX A

Description of Equipment

One Hundred (100) 66' Mill gondolas, 6' sides, 110-ton capacity,
286,000 gross rail load, numbered:

SMPX 8003
SMPX 8006
SMPX 8009
SMPX 8011
SMPX 8013 through SMPX 8014 inclusive
SMPX 8016 through SMPX 8017 inclusive
SMPX 8019
SMPX 8022
SMPX 8025
SMPX 8030 through SMPX 8031 inclusive
SMPX 8032
SMPX 8034 through SMPX 8035 inclusive
SMPX 8044
SMPX 8046 through SMPX 8047 inclusive
SMPX 8049
SMPX 8051 through SMPX 8053 inclusive
SMPX 8056
SMPX 8059 through SMPX 8061 inclusive
SMPX 8074
SMPX 8077
SMPX 8088
SMPX 8090
SMPX 8096 through SMPX 8097 inclusive
SMPX 8101
SMPX 8108
SMPX 8116
SMPX 8123
SMPX 8128
SMPX 8133
SMPX 8135
SMPX 8139
SMPX 8151
SMPX 8159
SMPX 8161 through SMPX 8162 inclusive
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SMPX 8172 through SMPX 8173 inclusive
SMPX 8175
SMPX 8182
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SMPX 8269 through SMPX 8271 inclusive
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SMPX 8281 through SMPX 8282 inclusive
SMPX 8284 through SMPX 8293 inclusive
SMPX 8295 through SMPX 8300 inclusive

[Commercial Metals]